

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

WELLPATH HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-90533 (ARP)

(Jointly Administered)

**VERIFIED STATEMENT OF THE AD HOC  
LENDER GROUP PURSUANT TO BANKRUPTCY RULE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), certain unaffiliated holders of, or investment advisors, sub-advisors, or managers of discretionary accounts that hold Prepetition First Lien Loans and Prepetition Second Lien Term Loans<sup>2</sup> (the “Ad Hoc Lender Group”) of Wellpath Holdings, Inc., *et al.* (collectively, the “Debtors”), as set forth on **Exhibit A** attached hereto, by and through their undersigned counsel, hereby submit this verified statement (this “Verified Statement”), and respectfully state as follows:

1. As of the date of this Verified Statement, Akin Gump Strauss Hauer & Feld LLP (“Akin”) represents the Ad Hoc Lender Group in connection with the Debtors’ chapter 11 cases. Akin does not represent or purport to represent any other entities in connection with the Debtors’ chapter 11 cases. Akin does not represent the Ad Hoc Lender Group as a “committee” (as such term is employed in the Bankruptcy Code and the Bankruptcy Rules) and does not undertake to represent the interests of, and is not a fiduciary for, any creditor, party in interest, or entity other

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<sup>1</sup> A complete list of the Debtors (as defined below) in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://dm.epiq11.com/Wellpath>. The Debtors’ service address for these chapter 11 cases is 3340 Perimeter Hill Drive, Nashville, Tennessee 37211.

<sup>2</sup> Capitalized terms used but otherwise not defined herein shall have the meanings ascribed to them in the *Declaration of Timothy J. Dragelin as Chief Restructuring Officer and Chief Financial Officer of Wellpath Holdings, Inc. and Certain of Its Affiliates and Subsidiaries in Support of the Debtors’ Chapter 11 Proceedings and First Day Pleadings* [Docket No. 20].

than the Ad Hoc Lender Group. In addition, the Ad Hoc Lender Group does not represent or purport to represent any other entities in connection with the Debtors' chapter 11 cases.

2. Akin has been advised by the members of the Ad Hoc Lender Group that each member either holds claims or manages accounts that hold claims against the Debtors' estates. In accordance with Bankruptcy Rule 2019, a list of the names, addresses, and "the nature and amount of all disclosable economic interests" in relation to the Debtors reported to Akin held as of November 12, 2024, by each member of the Ad Hoc Lender Group is attached hereto as **Exhibit A**.

3. The information set forth on **Exhibit A**, which is based on information provided by the applicable members of the Ad Hoc Lender Group to Akin, is intended only to comply with Bankruptcy Rule 2019 and is not intended for any other purpose. Akin does not make any representation regarding the validity, amount, allowance, or priority of such claims and reserves all rights with respect thereto. Akin does not own, nor has Akin ever owned, any claims against or interests in the Debtors, except for claims for services rendered to the Ad Hoc Lender Group.

4. Nothing contained in this Verified Statement (or any exhibit hereto) should be construed as a limitation upon, or waiver of, any rights of the Ad Hoc Lender Group or any member of the Ad Hoc Lender Group, including any right to assert, file and/or amend any claim in accordance with applicable law and any orders entered in these chapter 11 cases.

5. Additional holders of claims against or disclosable economic interests in the Debtors' estates may become members of the Ad Hoc Lender Group, and certain members of the Ad Hoc Lender Group may cease to be members of the Ad Hoc Lender Group in the future. Akin reserves the right to amend or supplement this Verified Statement in accordance with the requirements set forth in Bankruptcy Rule 2019.

Dated: November 12, 2024

Respectfully Submitted,

**AKIN GUMP STRAUSS HAUER & FELD LLP**

*/s/ Marty Brimmage Jr.*

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*Counsel to the Ad Hoc Lender Group*

**Exhibit A**

<b>Name<sup>1</sup></b>	<b>Address</b>	<b>Nature and Amount of Disclosable Economic Interest<sup>2</sup></b>
Arena Capital Advisors, LLC	12121 Wilshire Blvd Ste 1010 Los Angeles, CA 90025	\$71,674,191.56 of the Prepetition First Lien Loans <sup>3</sup> \$25,346,000.00 of the Prepetition Second Lien Term Loans <sup>4</sup>
Bardin Hill Investment Partners LP	299 Park Ave., 24 <sup>th</sup> Floor New York, NY 10171	\$6,449,625.00 of the Prepetition First Lien Loans \$0.00 of the Prepetition Second Lien Term Loans
FS Investment Solutions, LLC	201 Rouse Blvd Philadelphia, PA 19112	\$95,328,059.75 of the Prepetition First Lien Loans \$0.00 of the Prepetition Second Lien Term Loans
Lord, Abbett & Co. LLC, as investment adviser for certain accounts	30 Hudson Street Jersey City, NJ 07302	\$31,059,302.74 of the Prepetition First Lien Loans \$0.00 of the Prepetition Second Lien Term Loans
Palmer Square Capital Management LLC	1900 Shawnee Mission Parkway Mission Woods, KS 66206	\$21,274,837.61 of the Prepetition First Lien Loans \$485,000.00 of the Prepetition Second Lien Term Loans

<sup>1</sup> Each entity listed on this **Exhibit A** (or one or more subsidiaries thereof) holds disclosable economic interests, or acts as investment adviser, sub-adviser or manager to funds and/or accounts that hold disclosable economic interests in relation to the Debtors.

<sup>2</sup> This Verified Statement reflects the outstanding amount and nature of disclosable economic interests in the Debtors held by members of the Ad Hoc Lender Group as disclosed to Akin as of November 12, 2024. The amounts included herein do not include any claims for, without limitation, fees, expenses, accrued and unpaid interest, premium, make-wholes or other amounts that may be owing under the respective governing documents of the economic interests listed herein. Certain amounts set forth herein may reflect unsettled trades. Moreover, these amounts do not include interests held by certain entities, funds, and/or accounts managed, advised, or controlled by the entities listed herein or their respective affiliates that are not part of the Ad Hoc Lender Group.

<sup>3</sup> “**Prepetition First Lien Loans**” means the loans made pursuant to the First Lien Credit Agreement, dated as of October 1, 2018 (as may be amended, restated, amended and restated, modified or supplemented from time to time), by and among Wellpath Holdings, Inc., as borrower, CCS-CMGC Intermediate Holdings, Inc., as holdings, the other Credit Parties (as defined in the Prepetition First Lien Credit Agreement) from time to time party thereto, UBS AG Stamford Branch, as the administrative agent and as collateral agent, and the lenders from time to time party thereto.

<sup>4</sup> “**Prepetition Second Lien Term Loans**” means the loans made pursuant to the Second Lien Credit Agreement, dated as of October 1, 2018 (as may be amended, restated, amended and restated, modified or supplemented from time to time), by and among Wellpath Holdings, Inc., as borrower, CCS-CMGC Intermediate Holdings, Inc., as holdings, the other Credit Parties (as defined in the Prepetition Second Lien Credit Agreement) party thereto, UBS AG Stamford Branch, as the administrative agent and as collateral agent, and the lenders party thereto from time to time.

Prospect Capital Management L.P.	10 East 40 <sup>th</sup> Street, 42 <sup>nd</sup> Floor New York, NY 10016	\$68,471,301.82 of the Prepetition First Lien Loans \$63,515,000.00 of the Prepetition Second Lien Term Loans
Ripple Industries LLC	1801 Century Park East Los Angeles, CA 90067	\$66,736,461.65 of the Prepetition First Lien Loans \$0.00 of the Prepetition Second Lien Term Loans
UBS AG, Stamford Branch	600 Washington Boulevard, 10 <sup>th</sup> Floor Stamford, CT 06901	\$18,952,628.02 of the Prepetition First Lien Loans \$0.00 of the Prepetition Second Lien Term Loans
Värde Partners, Inc.	350 N 5 <sup>th</sup> Street, Suite 800 Minneapolis, MN 55401	\$54,723,346.98 of the Prepetition First Lien Loans \$0.00 of the Prepetition Second Lien Term Loans
WhiteStar Asset Management LLC	200 Crescent Ct Suite 1175 Dallas, TX 75201	\$9,411,865.74 of the Prepetition First Lien Loans \$0.00 of the Prepetition Second Lien Term Loans
Trinitas Capital Management LLC	200 Crescent Ct Suite 1175 Dallas, TX 75201	\$7,560,000.00 of the Prepetition First Lien Loans \$0.00 of the Prepetition Second Lien Term Loans

**CERTIFICATE OF SERVICE**

I certify that on November 12, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Marty Brimmage Jr.